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LLP**
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5 **UNITED STATES BANKRUPTCY COURT**

6 **DISTRICT OF NEVADA**

7 In re:
 8 USA COMMERCIAL MORTGAGE COMPANY,
 9 Debtor.

Case Nos.:
 BK-S-06-10725-LBR
 BK-S-06-10726-LBR
 BK-S-06-10727-LBR
 BK-S-06-10728-LBR
 BK-S-06-10729-LBR

10 In re:
 11 USA CAPITAL REALTY ADVISORS, LLC,
 12 Debtor.

JOINTLY ADMINISTERED
 Chapter 11 Cases

13 In re:
 14 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 15 Debtor.

Judge Linda B. Riegle Presiding

16 In re:
 17 USA CAPITAL FIRST TRUST DEED FUND,
 LLC,
 18 Debtor.

**REPLY IN SUPPORT OF MOTION
 FOR ORDER SCHEDULING AN
 AUCTION FOR THE SALE OF
 CERTAIN ASSETS, APPOINTING
 SPCP, LLC AS LEAD BIDDER, AND
 APPROVING BID PROCEDURES AND
 PROTECTIONS**

19 In re:
 20 USA SECURITIES, LLC,
 21 Debtor.

Date: October 19, 2006
 Time: 9:30 a.m.

22 Affects:
 All Debtors
 USA Commercial Mortgage Company
 USA Capital Realty Advisors, LLC
 USA Capital Diversified Trust Deed Fund, LLC
 USA Capital First Trust Deed Fund, LLC
 USA Securities, LLC

23
 24 The Official Committee of Unsecured Creditors of USA Commercial Mortgage
 25 Company ("UCC") supports Debtors' Motion for Order Scheduling an Auction for the
 26 Sale of Certain Assets, Appointing SPCP, LLC as Lead Bidder, and Approving Bid



1 Procedures and Protections. The Committee notes that it participated in and supported
2 Debtors' negotiations with the proposed buyer over the Break-Up Fee, the initial overbid
3 increment, and the terms of the sale generally. The letter of intent proposed by Debtors, as
4 modified by the Bid Procedures and Protection Motion, represents the best offer available
5 to creditors under the circumstances.

6 Accordingly, the Committee supports Debtors' motion and the relief requested
7 therein.

8 Dated October 18, 2006.

9 **LEWIS AND ROCA LLP**

10
11 By /s/ RC (#006593) 

12 Susan M. Freeman, AZ 4199 (pro hac vice)
13 Rob Charles, NV 6593

14 *Attorneys for Official Unsecured Creditors' Committee
for USA Commercial Mortgage Company*

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